

**ARTICLES OF INCORPORATION  
OF  
SOUTH DAKOTA BANDMASTERS ASSOCIATION**

We, the undersigned, for the purpose of forming a nonprofit corporation pursuant to virtue of the South Dakota Nonprofit Corporation Act (SDCL Chapters 47-22 to 47-28) do hereby associate ourselves together as a body corporation and adopt these Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation is South Dakota Bandmasters Association.

**ARTICLE II – DURATION**

The period of its duration is perpetual.

**ARTICLE III – PURPOSE**

The purpose of this corporation shall be educational, charitable, literary and cultural within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV – POWERS**

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered and to exercise all powers set forth in the South Dakota Nonprofit Corporation Act.

No part of the net earnings of the corporation shall inure to the benefit or be distributed to its members, trustees, or officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of

the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of any of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law.

#### **ARTICLE V – MEMBERSHIP**

The corporation shall have no capital stock, but shall have members, including different classes of memberships with different rights and obligations for each class of membership. The particular class of membership and the rights and obligations associated therewith shall be set forth in the Bylaws of the corporation.

#### **ARTICLE VI – EXECUTIVE BOARD**

The management and affairs of this corporation shall be managed by an Executive Board. The number of members of the Board, method for election, and other requirements, powers and duties shall be determined and fixed by the Bylaws.

#### **ARTICLE VII – INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles of Incorporation, shall be determined and fixed by the Bylaws of the corporation.

**ARTICLE VIII – REGISTERED OFFICE**

The address of the initial registered office of the corporation is 110 N. Minnesota Avenue, Suite 400, Sioux Falls, South Dakota 57104, and the name of the corporation's initial registered agent at such address is Jon C. Sogn.

**ARTICLE IX – INITIAL EXECUTIVE BOARD**

The number of persons constituting the initial Executive Board of the corporation is eight (8). The names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and qualify are:

Robert B. Carlson  
Lincoln High School  
2900 S. Cliff Ave.  
Sioux Falls, SD 57110

Gary Hansen  
Rapid City West Middle School  
1003 Soo San Drive  
Rapid City, SD 57702-3100

Patty Bauley  
Webster Schools  
102 E. 9<sup>th</sup> Ave.  
Webster, SD 57274

Mark Bray  
5007 Whispering Pines Dr.  
Rapid City, SD 57702

Kevin McLouth  
Bon Homme High School  
1404 Fir Street  
Tyndall, SD 57066

Alan Paulsma  
James Valley Christian High School  
1550 Dakota Ave. N.  
Huron, SD 57350-4554

Jeff Patzlaff  
Platte/Geddes Schools  
400 Illinois Ave.  
Platte, SD 57369

George Dragoo  
Rapid City Stevens High School  
1200 - 44<sup>th</sup> St.  
Rapid City, SD 57702-3185

**ARTICLE X**

The names and addresses of the incorporators are the same persons as the initial Executive Board members set forth in Article IX.

**ARTICLE XI- DISSOLUTION**

Dissolution of this corporation shall be in accordance with the provisions of the South Dakota Nonprofit Corporation Act. Upon the dissolution of the corporation or the winding-up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.

**ARTICLE XII**

The corporation reserves the right to amend its Articles of Incorporation in the manner authorized by South Dakota law at the time of amendment.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this \_\_\_\_ day of February, 2010.

\_\_\_\_\_  
Robert B. Carlson

\_\_\_\_\_  
Gary Hansen

\_\_\_\_\_  
Patty Bauley

\_\_\_\_\_  
Mark Bray

\_\_\_\_\_  
Kevin McLouth

\_\_\_\_\_  
Alan Paulsma

\_\_\_\_\_  
Jeff Patzlaff

\_\_\_\_\_  
George Drago

State of South Dakota                    )  
  ) SS.  
County of \_\_\_\_\_                    )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Robert B. Carlson, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL)

\_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Gary Hansen, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL)

\_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Patty Bauley, known to me to be the person described in and who executed the within and foregoing instrument and she duly acknowledged to me that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL)

\_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Mark Bray, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL) \_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Kevin McLouth, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL) \_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Alan Paulsma, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL) \_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named Jeff Patzlaff, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL) \_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

State of South Dakota )  
 ) SS.  
County of \_\_\_\_\_ )

BE IT REMEMBERED, that on the \_\_\_\_ day of February, 2010, before me, the undersigned officer, a Notary Public within and for the said county and state, personally appeared the above-named George Dragoo, known to me to be the person described in and who executed the within and foregoing instrument and he duly acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

(SEAL) \_\_\_\_\_  
Notary Public, South Dakota  
My Commission Expires: \_\_\_\_\_

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

I, Jon C. Sogn, hereby give my consent to serve as the registered agent for South Dakota Bandmasters Association.

Date \_\_\_\_\_  
Jon C. Sogn